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Attorneys for Plaintiff and Counter-Defendant  
VESTA STRATEGIES, LLC; Third Party  
Defendant SINGLE SITE SOLUTIONS  
CORPORATION; Third Party Defendant JOHN  
TERZAKIS; Third Party Defendant B&B SPARCO  
PROPERTIES, INC.

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

VESTA STRATEGIES, LLC,  
  
Plaintiff,

v.

ROBERT E. ESTUPINIAN, GINNY  
ESTUPINIAN, MUTUAL VISION, LLC,  
MILLENNIUM REALTY GROUP,  
VESTA REVERSE 100, LLC, VESTA  
CAPITAL ADVISORS, LLC, CAROL-  
ANN TOGNAZZINI, EDMUNDO  
ESTUPINIAN, and HAYDEE  
ESTUPINIAN,  
  
Defendants.

AND RELATED COUNTERCLAIMS  
AND THIRD PARTY CLAIMS

CASE NO. C 07-06216 JW RS

**NOTICE OF MOTION AND MOTION TO  
WITHDRAW AS COUNSEL OF RECORD  
PURSUANT TO L. R. 11-5**

Date: October 20, 2008 (or the  
earliest date the Court can hear this matter)  
Time: 9:00 A.M.  
Department: Room 8, 4th Floor  
Judge: The Hon. James Ware

**NOTICE OF MOTION**

PLEASE TAKE NOTICE THAT on October 20, 2008, at 9:00 a.m, in Courtroom 8 of this Court, or as early as the Court can hear this matter, we will move this Court for an order relieving McDermott Will & Emery LLP and its attorneys as counsel of record for Plaintiff/Counter Defendant Vesta Strategies, LLC and Third Party Defendants John Terzakis, Single Site Solutions Corporation, and B&B Sparco Properties, Inc. (collectively, the "Clients").

**MOTION**

The grounds for this motion are as follows:

1. McDermott Will & Emery LLP worked actively on the Clients' behalf in this matter, including without limitation preparing and filing numerous pleadings, participating in conferences with counsel, and participating in discovery.
2. McDermott Will & Emery LLP has discussed this withdrawal with the Clients and their Illinois lawyers Murphy & Hourihane, L.L.C., and have explained the Clients' options. The Clients are working with their Illinois lawyers, Murphy & Hourihane, L.L.C., to obtain California counsel to represent them in this case.
3. Because revealing the facts and details on which this motion is based would involve disclosure of client confidences, McDermott Will & Emery LLP represents and certifies to the Court that good grounds for withdrawal exist under one or more of the grounds specified in California Code of Professional Responsibility, Rule 3-700(C).
4. If the Court insists on a further factual showing as a condition of granting this motion, McDermott Will & Emery LLP will supply the Court with an affidavit that is sealed and shown only to the clients and the Court, or will testify in chambers in a hearing attended only by the Court, McDermott Will & Emery LLP, the Clients, and the court reporter, with the transcript to be sealed until further order of the Court, or whatever other method is acceptable to the Court that will not breach client confidences.
5. As explained in the Affidavit of Paul E. Chronis filed with this motion, the Clients and their Illinois attorneys were served with a copy of this motion in the best possible manner by mail, facsimile, and e-mail.

6. If this motion is granted, the Clients may be served with notices and papers at the law firm of Murphy & Hourihane, L.L.C., 77 West Wacker Drive, Suite 4800, Chicago, Illinois 60601, attention Eugene E. Murphy, Esq. and John N. Hourihane, Esq.

**SUPPORTING PAPERS**

This motion is based on the pleadings and papers on file in this action, this Notice of Motion and Motion, the Affidavit of Paul E. Chronis, and whatever evidence and argument is presented at the hearing of this motion.

Dated: July 16, 2008

Respectfully submitted,

McDERMOTT WILL & EMERY LLP

By: /s/ Paul E. Chronis

Paul E. Chronis

Attorneys for Plaintiff and Counter  
Defendant VESTA STRATEGIES, LLC;  
Third Party Defendant SINGLE SITE  
SOLUTIONS CORPORATION; Third  
Party Defendant JOHN TERZAKIS; Third  
Party Defendant B&B SPARCO  
PROPERTIES, INC.

**AFFIDAVIT OF PAUL E. CHRONIS IN SUPPORT OF  
MOTION FOR WITHDRAWAL OF COUNSEL**

I, Paul E. Chronis, declare as follows:

1. I am an attorney at the law firm of McDermott Will & Emery LLP. McDermott Will & Emery LLP agreed to represent Plaintiff/Counter Defendant Vesta Strategies, LLC and Third Party Defendants John Terzakis, Single Site Solutions Corporation, and B&B Sparco Properties, Inc. (collectively, the "Clients") in the above-captioned matter.

2. Prior to and since appearing as counsel of record, McDermott Will & Emery LLP worked actively on the Clients' behalf, including without limitation preparing and filing numerous pleadings, participating in conferences with counsel, and participating in discovery.

3. I have advised the Clients to find other counsel to represent them in this matter. The Clients have retained the law firm of Murphy & Hourihane, L.L.C. to represent them as Illinois counsel, and are currently in the process of engaging California counsel to substitute in as their counsel in this matter.

4. Because revealing the facts and details on which this motion is based would involve disclosure of client confidences, I hereby represent and certify to the Court that good grounds for withdrawal exist under one or more of the grounds specified in California Code of Professional Responsibility, Rule 3-700(C).

5. If the Court insists on a further factual showing as a condition of granting this motion, McDermott Will & Emery LLP will supply the Court with an affidavit that is sealed and shown only to the client and the Court or will testify in chambers in a hearing attended only by the Court, the client, McDermott Will & Emery LLP, and the Court reporter, with the transcript to be sealed until further order of the Court, or whatever other method is acceptable to the Court that will not breach client confidences.

6. I have served the Clients and their Illinois lawyers, Murphy & Hourihane, L.L.C. with a copy of the motion papers by U.S. mail, facsimile, and e-mail. I have discussed this motion with the Clients and their legal counsel at Murphy & Hourihane, L.L.C., explained the Clients' options, and urged the Clients to retain California counsel to represent them in this

1 matter, which I understand they are in the process of doing.

2 Executed on the 16th day of July, 2008 at Chicago, Illinois. I declare under penalty of  
3 perjury under the laws of the United States that the foregoing is true and correct.

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5 /s/ Paul E. Chronis  
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**CERTIFICATE OF SERVICE**

I, Paul E. Chronis, an attorney, certify that I caused a copy of the attached  
**NOTICE OF MOTION AND MOTION TO WITHDRAW AS COUNSEL OF RECORD**  
**PURSUANT TO L. R. 11-5** to be served upon the following counsel of record via ECF Notice of  
Electronic Filing on July 16, 2008:

Kevin Martin, Esq.  
kmartin@randicklaw.com  
Randick O'Dea & Tooliatos, LLP  
5000 Hopyard Road, Suite 400  
Pleasanton, CA 94588-3348  
Telephone: 925.460.3700  
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David L. Olson, Esq.  
dlo@hjmmlaw.com  
Law Offices of David L. Olson  
180 Grand Avenue, Suite 700  
Oakland, CA 94612  
Telephone: 510.835.0500  
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Alan Martini, Esq.  
Amartini@smtlaw.com  
Sheuerman, Martini & Tabari  
1033 Willow Street  
San Jose, CA 95125  
Telephone: 408.918.3703  
Facsimile: 408.295.9900

and on the following via e-mail, facsimile, and first-class U.S. mail, proper postage prepaid, on  
July 16, 2008:

Vesta Strategies, LLC  
c/o Mr. John Terzakis  
7450 Quincy Street  
Willowbrook, Illinois 60527-5522

Mr. John Terzakis  
7450 Quincy Street  
Willowbrook, Illinois 60527

B&B Sparco Properties, Inc.  
c/o Mr. John Terzakis  
7450 Quincy Street  
Willowbrook, Illinois 60527-5522

Single Site Solutions Corporation  
c/o Mr. John Terzakis  
7450 Quincy Street  
Willowbrook, Illinois 60527-5522

/s/ Paul E. Chronis

Paul E. Chronis

MPK 144389-1.029407.0020